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CHUCK MOGBO, P.A.

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FILED

00 JUL -3 AM 9: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 30, 2000

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-07/03/00-01133-010
*****78.75 *****78.75

Department of State
Division of Corporations
406 East Gains Street
Tallahassee, FL 32399

Dear Sirs,

RE: PASSPORT ENTERTAINMENT INC. AND MATEC INC.

Enclosed are Articles of Incorporation along with checks for \$78.75 each,
for incorporation with the State of Florida, for PASSPORT ENTERTAINMENT INC.,
and MATEC, INC.

If I can be of further assistance, please call me at (954) 739-4669 or
(954) 739-1966.

Respectfully Yours,

Chuck Mogbo, P.A.

Chuck Mogbo, P.A.

Encls.

PH 7/6/00

ARTICLES OF INCORPORATION
FOR
PASSPORT ENTERTAINMENT, INC.

FILED
00 JUL -3 AM 9: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporate(s), for the purpose of forming a corporation under the Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1- NAME

The name of the corporation shall be: Passport Entertainment, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1007 SW 104TH WAY
PEMBROKE PINES, FL 33025

ARTICLE III- CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 SHARES HAVING A PAR VALUE OF ONE DOLLAR
(\$1.00) PER SHARE. THE CONSIDERATION TO BE PAID
FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE
BOARD OF DIRECTORS.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CHUCK MOGBO, P.A.
2800 W.OAKLAND PARK BLVD.,
SUITE 209
OAKLAND PARK, FL 33311
(954) 739-4669

ARTICLE V - INCORPORATOR(S)

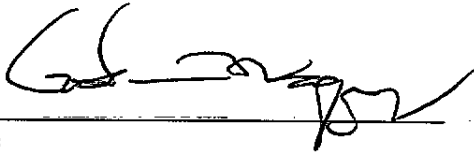
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

DR. GODWIN OKAFOR
1007 SW 104TH WAY
PEMBROKE PINES, FL 33025

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

29th day of JUNE, 2000.

Signature

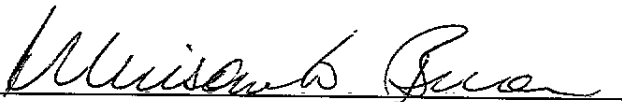


STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared the subscriber(s), who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereunto set my hand and official seal at Fort Lauderdale, said county and state, this 29 day of JUNE, 2000.


NOTARY PUBLIC State of Florida
at Large

My commission expires:



ARTICLE VI - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE VII- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII- OFFICERS

The name(s) and post office address(es) of the members of the Board of Directors and officer(s) who shall hold office for the corporation is (are) as follows:

DR. GODWIN OKAFOR/PRESIDENT
1007 SW 104TH WAY
PEMBROKE PINES, FL 33025

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

CERTIFICATE OF DESIGNATION
REGISTERED/AGENT REGISTERED OFFICE

FILED
00 JUL -3 AM 9: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

The name of the corporation is: PASSPORT ENTERTAINMENT, INC.

2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.
2800 W. OAKLAND PARK BOULEVARD
SUITE #209
OAKLAND PARK, FL 33311

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____



CHUCK MOGBO/PRESIDENT

DATE: 06-29-00

PASSPORT ENTERTAINMENT, INC. 6.26.00